

TITLE 30
CORPORATIONS

CHAPTER 27
UNINCORPORATED NONPROFIT ASSOCIATIONS

PART 1
GENERAL PROVISIONS

30-27-101. SHORT TITLE. This chapter may be cited as the "Idaho Uniform Unincorporated Nonprofit Association Act."

[30-27-101, added 2015, ch. 243, sec. 53, p. 897.]

30-27-102. DEFINITIONS. (a) In this chapter:

(1) "Established practices" means the practices used by an unincorporated nonprofit association without material change during the most recent five (5) years of its existence, or if it has existed for less than five (5) years, during its entire existence.

(2) "Governing principles" means the agreements, whether oral, in a record, or implied from its established practices, or in any combination thereof, that govern the purpose or operation of an unincorporated nonprofit association and the rights and obligations of its members and managers. The term includes any amendment or restatement of the agreements constituting the governing principles.

(3) "Manager" means a person that is responsible, alone or in concert with others, for the management of an unincorporated nonprofit association.

(4) "Member" means a person that, under the governing principles, may participate in the selection of persons authorized to manage the affairs of the unincorporated nonprofit association or in the development of the policies and activities of the association.

(5) "Unincorporated nonprofit association" means an unincorporated organization consisting of two (2) or more members joined under an agreement that is oral, in a record, or implied from conduct for one (1) or more common, nonprofit purposes. The term does not include:

(A) A trust;

(B) A marriage, domestic partnership, common-law domestic relationship, civil union, or other domestic living arrangement;

(C) An organization formed under any other statute that governs the organization and operation of unincorporated associations;

(D) A joint tenancy, tenancy in common, or tenancy by the entireties even if the co-owners share use of the property for a nonprofit purpose; or

(E) A relationship under an agreement in a record that expressly provides that the relationship between the parties does not create an unincorporated nonprofit association.

(b) The following definitions outside this chapter apply to this chapter:

(1) "Person" - section [30-21-102](#) (35), Idaho Code.

(2) "Property" - section [30-21-102](#) (41), Idaho Code.

(3) "Record" - section [30-21-102](#) (44), Idaho Code.

(4) "Sign" - section [30-21-102](#) (47), Idaho Code.

(5) "State" - section [30-21-102](#) (48), Idaho Code.

(6) "Transfer" - section [30-21-102](#)(50), Idaho Code.

[30-27-102, added 2015, ch. 243, sec. 53, p. 897.]

30-27-103. RELATION TO OTHER LAWS. (a) A statute governing a specific type of unincorporated nonprofit association prevails over an inconsistent provision in this chapter, to the extent of the inconsistency.

(b) This chapter supplements the law of this state that applies to nonprofit associations operating in this state. If a conflict exists, that law applies.

[30-27-103, added 2015, ch. 243, sec. 53, p. 898.]

30-27-104. GOVERNING LAW. (a) Except as otherwise provided in subsection (b) of this section, the law of this state governs the operation in this state of an unincorporated nonprofit association formed or operating in this state.

(b) Unless the governing principles specify a different jurisdiction, the law of the jurisdiction in which an unincorporated nonprofit association has its main place of activities governs the internal affairs of the association.

[30-27-104, added 2015, ch. 243, sec. 53, p. 898.]

30-27-105. ENTITY -- PERPETUAL EXISTENCE -- POWERS. (a) An unincorporated nonprofit association is an entity distinct from its members and managers.

(b) An unincorporated nonprofit association has perpetual duration unless the governing principles specify otherwise.

(c) An unincorporated nonprofit association has the same powers as an individual to do all things necessary or convenient to carry on its purposes.

(d) An unincorporated nonprofit association may engage in profit-making activities, but profits from any activities must be used or set aside for the association's nonprofit purposes.

[30-27-105, added 2015, ch. 243, sec. 53, p. 898.]

30-27-106. OWNERSHIP AND TRANSFER OF PROPERTY. (a) An unincorporated nonprofit association may acquire, hold, or transfer in its name an interest in property.

(b) An unincorporated nonprofit association may be a beneficiary of a trust or contract, a legatee, or a devisee.

[30-27-106, added 2015, ch. 243, sec. 53, p. 898.]

30-27-107. STATEMENT OF AUTHORITY AS TO REAL PROPERTY. (a) In this section, "statement of authority" means a statement authorizing a person to transfer an interest in real property held in the name of an unincorporated nonprofit association.

(b) An interest in real property held in the name of an unincorporated nonprofit association may be transferred by a person authorized to do so in a statement of authority recorded by the association in the office in the county in which a transfer of the property would be recorded.

(c) A statement of authority must state:

- (1) The name of the unincorporated nonprofit association;
- (2) The address in this state, including the street address, if any, of the association or, if the association does not have an address in this state, its out-of-state address;
- (3) That the association is an unincorporated nonprofit association; and
- (4) The name, title, or position of a person authorized to transfer an interest in real property held in the name of the association.

(d) A statement of authority must be executed in the same manner as a deed by a person other than the person authorized in the statement to transfer the interest.

(e) A filing officer may collect a fee for recording a statement of authority in the amount authorized for recording a transfer of real property.

(f) A document amending, revoking, or canceling a statement of authority or stating that the statement is unauthorized or erroneous must meet the requirements for executing and recording an original statement.

(g) Unless canceled earlier, a recorded statement of authority and its most recent amendment expire five (5) years after the date of the most recent recording.

(h) If the record title to real property is in the name of an unincorporated nonprofit association and the statement of authority is recorded in the office of the county in which a transfer of the property would be recorded, the authority of the person named under subsection (c) (4) of this section is conclusive in favor of a person that gives value without notice that the person lacks authority.

[30-27-107, added 2015, ch. 243, sec. 53, p. 898.]

30-27-108. LIABILITY. (a) A debt, obligation, or other liability of an unincorporated nonprofit association is solely the debt, obligation, or other liability of the association. A member or manager is not personally liable, directly or indirectly, by way of contribution or otherwise for a debt, obligation, or other liability of the association solely by reason of being or acting as a member or manager. This subsection applies regardless of the dissolution of the association.

(b) A person's status as a member or manager does not prevent or restrict law other than this chapter from imposing liability on the person or the association because of the person's conduct.

(c) The failure of an unincorporated nonprofit association to observe formalities relating to the exercise of its powers or management of its activities and affairs is not a ground for imposing liability on a member or manager of the association for a debt, obligation, or other liability of the association.

[30-27-108, added 2015, ch. 243, sec. 53, p. 899.]

30-27-109. ASSERTION AND DEFENSE OF CLAIMS. (a) An unincorporated nonprofit association may sue or be sued in its own name.

(b) A member or manager may assert a claim the member or manager has against the unincorporated nonprofit association. An association may assert a claim it has against a member or manager.

[30-27-109, added 2015, ch. 243, sec. 53, p. 899.]

30-27-110. EFFECT OF JUDGMENT OR ORDER. A judgment or order against an unincorporated nonprofit association is not by itself a judgment or order against a member or manager.

[30-27-110, added 2015, ch. 243, sec. 53, p. 899.]

30-27-111. SERVICE OF PROCESS. In an action or proceeding against an unincorporated nonprofit association, process may be served on an agent authorized by appointment to receive service of process, on a manager of the association, or in any other manner authorized by the law of this state.

[30-27-111, added 2015, ch. 243, sec. 53, p. 899.]

30-27-112. ACTION OR PROCEEDING NOT ABATED BY CHANGE. An action or proceeding against an unincorporated nonprofit association does not abate merely because of a change in its members or managers.

[30-27-112, added 2015, ch. 243, sec. 53, p. 899.]

30-27-113. VENUE. Unless otherwise provided by law other than this chapter, venue of an action against an unincorporated nonprofit association brought in this state is determined under the statutes applicable to an action brought in this state against a corporation.

[30-27-113, added 2015, ch. 243, sec. 53, p. 900.]

30-27-114. MEMBER NOT AGENT. A member is not an agent of the association solely by reason of being a member.

[30-27-114, added 2015, ch. 243, sec. 53, p. 900.]

30-27-125. DISTRIBUTIONS PROHIBITED -- COMPENSATION AND OTHER PERMITTED PAYMENTS. (a) Except as otherwise provided in subsection (b) of this section, an unincorporated nonprofit association may not pay dividends or make distributions to a member or manager.

(b) An unincorporated nonprofit association may:

- (1) Pay reasonable compensation or reimburse reasonable expenses to a member or manager for services rendered;
- (2) Confer benefits on a member or manager in conformity with its nonprofit purposes;
- (3) Repurchase a membership and repay a capital contribution made by a member to the extent authorized by its governing principles; or
- (4) Make distributions of property to members upon winding up and termination to the extent permitted by section [30-27](#) 128, Idaho Code.

[30-27-125, added 2015, ch. 243, sec. 53, p. 900.]

30-27-127. DISSOLUTION. An unincorporated nonprofit association may be dissolved as follows:

- (1) If the governing principles provide a time or method for dissolution, at that time or by that method;
- (2) If the governing principles do not provide a time or method for dissolution, upon approval by the members;

(3) If no member can be located and the association's operations have been discontinued for at least three (3) years, by the managers or, if the association has no current manager, by its last manager.

[30-27-127, added 2015, ch. 243, sec. 53, p. 900.]

30-27-128. WINDING UP AND TERMINATION. Winding up and termination of an unincorporated nonprofit association must proceed in accordance with the following rules:

(1) All known debts and liabilities must be paid or adequately provided for.

(2) Any property subject to a condition requiring return to the person designated by the donor must be transferred to that person.

(3) Any property subject to a trust must be distributed in accordance with the trust agreement.

(4) Any remaining property must be distributed as follows:

(A) As required by law other than this chapter that requires assets of an association to be distributed to another person with similar nonprofit purposes;

(B) In accordance with the association's governing principles or in the absence of applicable governing principles, to the members of the association per capita or as the members direct; or

(C) If neither paragraph (A) nor (B) of this subsection apply, as provided in [chapter 5, title 14](#), Idaho Code.

[30-27-128, added 2015, ch. 243, sec. 53, p. 900.]

30-27-129. APPOINTMENT OF REGISTERED AGENT. (a) An unincorporated nonprofit association may deliver to the secretary of state for filing a statement appointing an agent authorized to receive service of process.

(b) A statement appointing a registered agent must state:

(1) The name of the unincorporated nonprofit association; and

(2) The name and street and mailing addresses in this state of the registered agent.

(c) A statement appointing a registered agent must be signed by a person authorized to manage the affairs of the unincorporated nonprofit association. The signing of the statement is an affirmation of fact that the person is authorized to manage the affairs of the unincorporated nonprofit association and that the agent has consented to serve.

(d) An amendment to or cancellation of a statement appointing a registered agent must meet the requirements for signing an original statement. An agent may resign by delivering a resignation to the office of the secretary of state for filing and giving notice to the unincorporated nonprofit association at the address most recently supplied to the agent by the association.

(e) The secretary of state may collect a fee for filing a statement appointing a registered agent, an amendment, a cancellation, or a resignation in the amount charged for filing similar documents.

(f) A statement appointing a registered agent takes effect on filing by the secretary of state and is effective for five (5) years after the date of filing unless canceled or terminated earlier.

(g) A statement appointing a registered agent may not be rejected for filing because the name of the unincorporated nonprofit association signing the statement is not distinguishable on the records of the secretary of state

from the name of another entity appearing in those records. The filing of such a statement does not make the name of the unincorporated nonprofit association signing the statement unavailable for use by another entity.

(h) The only duty of a registered agent under this chapter is to forward to the unincorporated nonprofit association at the address most recently supplied to the agent by the association any process, notice or demand pertaining to the association which is served or received by the agent.

[30-27-129, added 2015, ch. 243, sec. 53, p. 900.]

30-27-130. TRANSITION CONCERNING REAL AND PERSONAL PROPERTY. (a) If, before the effective date of this chapter, an interest in property was by terms of a transfer purportedly transferred to an unincorporated nonprofit association, but under the law of this state the interest did not vest in the association or in one (1) or more persons on behalf of the association under subsection (b) of this section, on the effective date of this chapter the interest vests in the association, unless the parties to the transfer have treated the transfer as ineffective.

(b) If, before the effective date of this chapter, an interest in property was by terms of a transfer purportedly transferred to an unincorporated nonprofit association, but the interest was vested in one (1) or more persons to hold the interest for members of the association, on or after the effective date of this chapter the persons, or their successors in interest, may transfer the interest to the association in its name, or the association may require that the interest be transferred to it in its name.

[30-27-130, added 2015, ch. 243, sec. 53, p. 901.]

CHAPTER 28
[RESERVED]